



Department of Justice

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JUSTICE DEPARTMENT REQUIRES BB&T CORPORATION AND F&M NATIONAL CORPORATION TO MAKE DIVESTITURES IN VIRGINIA AND WEST VIRGINIA

Divestitures will Ensure Competition for Small Banking Services

WASHINGTON, D.C. -- The Department of Justice today announced that BB&T and F&M National Corporation have agreed to sell eight branch offices in Virginia and West Virginia in order to resolve antitrust concerns about the companies' pending merger. The branches proposed for divestiture are located in the cities of Clifton Forge, Drakes Branch, and Emporia, Virginia, and Martinsburg and Inwood, West Virginia. The Department said the transaction, without the divestitures, would have reduced competition for small business banking services in these areas.

Under the agreement, BB&T will divest eight branches (seven F&M National Corporation branches and one BB&T branch) with about \$201 million in deposits and loans associated with the branches. In addition, BB&T has agreed that, for a period of time, it will sell any branches closed in these locations or in Jefferson County, West Virginia, as a result of the merger to any commercial bank, as long as the bank's offer is equivalent to, or better than, any offer from a non-bank bidder.

"The divestitures ensure that customers, including small business customers, will continue to have banking choices," said John M. Nannes, Acting Assistant Attorney General in charge of the Department's Antitrust Division.

The proposed merger is subject to the final approval of the Board of Governors of the Federal Reserve System. The Department said that it will advise the Federal Reserve Board that,

subject to divestiture of the branch offices and associated loans and deposits, the Antitrust Division will not challenge the merger.

BB&T Corporation is headquartered in Winston-Salem, North Carolina. It has consolidated assets of \$59.3 billion and consolidated total deposits of \$4.8 billion. BB&T conducts its principal activities through 12 subsidiary banks.

F&M National Corporation is headquartered in Winchester, Virginia. It has consolidated assets of \$3.6 billion and deposits of \$2.99 billion. F&M conducts its principal banking activities through eleven subsidiaries in Maryland, Virginia and West Virginia.

A list of the branches to be divested is attached.

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BB&T/F&M Divestiture Branches

State	County/Independent City	Bank	Branch Name	Address	City
VA	Clifton Forge	BB&T	Clifton Forge	511 Main Street	Clifton Forge
VA	Charlotte	F&M	Drakes Branch	4677 Main Street	Drakes Branch
VA	Emporia	F&M	South Main	431 South Main	Emporia
VA	Emporia	F&M	Main Office Branch	401 Halifax Street	Emporia
WV	Berkeley	F&M	Burke Street Branch	301 West Burke Street	Martinsburg
WV	Berkeley	F&M	Foxcroft Avenue Branch	704 Foxcroft Avenue	Martinsburg
WV	Berkeley	F&M	Wal-mart Martinsburg Branch	800 Foxcroft Avenue	Martinsburg
WV	Berkeley	F&M	Inwood Branch	Rt. 1& Rt. 51 West	Inwood